

# Code of Business Ethics and Conduct



Integrity. Innovation. Evolution.





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# A History of Persistent Ingenuity™

In 1857, Wallace Barnes and E. L. Dunbar founded a small company in Bristol, Connecticut, manufacturing springs for clocks and hoop skirts.

Through its relentless pursuit of next, Barnes has evolved into a global provider of highly engineered products, differentiated industrial technologies, and innovative solutions serving a wide range of end markets and customers. Barnes provides value-added services through global networks and capabilities; it delivers highly valued engineering and manufacturing expertise from initial concept to production and in-service support. The Company's skilled and dedicated employees around the globe are committed to the highest performance standards and to achieving consistent, sustainable, and profitable growth.

From the very beginning, our Barnes Values have set us apart. Integrity, Respect, Collaboration, Empowerment, and Determination are the Values—highlighted in our Code of Business Ethics and Conduct—that drive us and support us as we continue to innovate, evolve, and provide value and results for our customers and stakeholders.





## A Joint Message from Our CEO and Our Chairman of the Board

Our record of achievement depends on our Values and on our thousands of employees around the world. Each and every one of our employees makes Barnes a unique and special Company. Working together unites us globally and allows us to create a culture of excellence and inclusiveness. The diversity of our experiences, capabilities, and perspectives is the cornerstone of our culture and what it means to truly engage as One Team. One Company.

Our Values guide us as we continue to meet the challenges and opportunities of the twenty-first century. These Values, along with our Barnes Enterprise System (BES), are the foundation of who we are as a company. This Code of Business Ethics and Conduct is built from those Values and establishes the behaviors we expect from all our employees, officers, and directors.

Please take the time to read this Code and become familiar with its guidance. By acting consistently with our Values, we can advance what is possible and create new solutions for a better, cleaner, more inclusive, and sustainable

world. Our reputation for Persistent Ingenuity™ and conducting business to the highest standards is key to advancing our mission of pioneering world-changing technologies.

If you have any questions or concerns, do not hesitate to speak up. If you are unclear about how any part of this Code pertains to your role at Barnes, please ask for clarification. We are committed to transparency and collaboration, and to maintaining an environment where we can raise questions and concerns and work together to find solutions.

Thank you for your dedication to our Company and for your commitment to our Values. Through our shared commitment to our Code, to the Company, and to each other, we are stronger together.

*Patrick J. Dempsey, President & CEO*  
*Thomas O. Barnes, Chairman of the Board*

# Vision, Values, and the Barnes Enterprise System

## Our Vision

To pioneer technologies that help change the world.

## Our Values

At Barnes, we believe in:

### Integrity

We uphold the highest ethical standards—rooted in openness, transparency, and honesty.

### Respect

We treat each other with respect and dignity—and don't tolerate any other way. As a global business that spans across cultures, promoting fairness, equality, safety, and diversity is fundamental to how we work together to do business.

### Collaboration

We solve complex challenges by bringing together the best minds with diverse backgrounds to build inclusive teams that collaborate and inspire one another. Together we challenge the status quo and reimagine what's possible.

### Empowerment

We empower each other to make positive impacts on our communities, customers, and shareholders by being accountable to one another.

### Determination

We embrace change and break down barriers through the relentless pursuit of next. We continuously challenge ourselves, learn from one another, and deepen our expertise as we seek the next generation of solutions from our stakeholders.

## Our Purpose

To advance what's possible through the relentless pursuit of next.

## Barnes Enterprise System

PEOPLE + PROCESS = RESULTS

At Barnes, we pioneer the highest quality products and solutions for our customers and the world. To ensure we deliver, we use the Barnes Enterprise System (BES). BES drives every aspect of our culture and performance, giving us a significant competitive advantage in the global marketplace.

While BES was originally built on our core Values and lean manufacturing principles, it has evolved to include the development of detailed growth tools and playbooks for Commercial, Operational, and Financial Excellence to help employees execute our business. Employee engagement and empowerment are crucial elements of our continuous improvement culture. BES embraces this and combines employee drive with scalable processes, best practice sharing, and innovative thinking—BES brings it all together. Through BES, we provide superior value to all our stakeholders—our customers, employees, shareholders, and community.

Persistent Ingenuity at Barnes means striving to come up with new, better ways of doing things every day.



"Barnes is a global company that values diversity and emphasizes culture. Our vision and our Values deliver to our customers, but in the end, we want to improve people's lives."

Cindy Shi  
Director, Advanced Technologies & Data Analytics  
Barnes Innovation Hub



# Introduction to Our Code

## **Integrity. Innovation. Evolution.**

Consistent with our global presence, the Barnes Code of Business Ethics and Conduct is available in nine languages. It is intended to transcend geography to instill the Barnes Values everywhere we do business. Our Code allows us to extend our traditions of Integrity, Respect, Collaboration, Empowerment, and Determination. Our Code gives us the tools to make something better, to help change the world.



"I've worked at Barnes for 33 years, and Barnes is continually and innovatively giving us everything we need to be successful. You want to do the best job that you can because every one of us is going to sit on an airplane one day. I want to look out on that wing and say I can be proud; I've got parts in that engine, and I know they are right."

Keith Stanfield  
Lead CNC Machinist  
Barnes Aerospace



## Using Our Code

Barnes is committed to following high ethical standards and doing business lawfully around the world. The Barnes Code of Business Ethics and Conduct outlines those high ethical standards and sets the expectation that all employees act with honesty and integrity. Our Code is not intended to address every situation and answer every question. Instead, it provides guiding principles, practical direction, and helpful resources to assist each of us in making ethical and lawful decisions.

## Following Our Code

Our Code applies to all Barnes employees, officers, and members of the Board of Directors and unites us across geography and cultures. As a global company, we follow the law and this Code in all countries where we do business.

Every employee, officer, and director is responsible for reading, understanding, and following the Code. Employees should contact Legal Services if there are any questions regarding a local law and the Code of Business Ethics and Conduct. Employees who violate the Code are subject to discipline, up to and including termination of employment.

## Our Advice

**Q.** How do I find the policies referenced in our Code?

**A.** Corporate policies are posted on BarnesNet under the “Company Resources” heading. If you do not have access to corporate policies on BarnesNet, ask your manager or a Human Resources representative. They can provide a copy of the policy in question.

## Our Responsibilities

Barnes has earned an excellent reputation. To protect that reputation, we all have a personal responsibility to:

- Follow the Code and other Company policies, procedures, and guidelines
- Complete assigned training on time
- Ask questions if we have any doubts or concerns
- Report possible illegal or unethical behavior, or violations of our Code or related Company policies
- Not retaliate against anyone for raising questions or concerns in good faith
- Fully cooperate and be truthful in any audit, inquiry, or investigation

## Additional Responsibilities for Managers and Supervisors

Managers and supervisors have a special responsibility to lead in accordance with Barnes Values and be champions of our Code. They must take steps to positively influence employees and create an environment where employees are comfortable raising questions or concerns without fear of retaliation or reprisal. Additionally, managers and supervisors have the following responsibilities:

- Allow employees time to complete the required training
- Take professional and timely action with respect to questions or concerns
- To not compromise safety or compliance to obtain business results
- To not create rules or policies that are less restrictive than our Code
- Be a positive role model by acting in accordance with our Code
- Recognize and reward behavior that exemplifies commitment to our Code

## Seeking Advice and Raising Concerns

We all need to feel comfortable raising questions and concerns. Our Company takes every question and concern seriously. At times, you may need help answering questions and making decisions. When in doubt, ask before acting.

We have several resources for seeking advice or raising concerns, including:

- Any manager or supervisor
- Your Human Resources representative
- The Ombudsperson
- The Global Compliance Officer
- The General Counsel
- An attorney in Legal Services
- The Barnes Compliance Reporting Tool

We are all responsible for reporting, in good faith, suspected or potential violations of our Code, our Company policies, or any law. Know that you can always talk to your Human Resources representative, supervisor, or Compliance and Legal Services. When it comes to reporting concerns, we have an open-door policy.

You may also report a concern anonymously through the Company Compliance Reporting Tool. The Compliance Reporting Tool is available 24 hours a day, 7 days a week. It is answered by an independent third-party provider and accommodates all languages our employees speak. Our Company will take all appropriate steps to preserve the confidentiality and identity of anyone who makes a report or raises a concern in good faith. Contact details for the Reporting Tool are listed below:

- By telephone:  
Access our [Reporting Tool Phone List](#) to find the phone number for your country or region
- By internet:  
<http://barnesgroupinc.ethicspoint.com>
- By regular mail:  
Barnes Corporate Compliance Reporting Tool  
P.O. Box PMB 3767  
13950 Ballantyne Corporate Place, Ste. 300  
Charlotte, NC 28277-2712

If you witness, commit, or come to learn of a potential violation, you should immediately report it to at least one of the resources listed above. You should not investigate on your own.

Barnes has a non-retaliation policy. We will not tolerate any form of retaliation against any person for raising a question or concern in good faith. "Good faith" means the report is honest, sincere, and complete to the best of the person's knowledge.

## Our Advice

**Q.** Can I make an anonymous report?

**A.** Yes, you may, by using the Company Compliance Reporting Tool. However, it may make investigating your concerns more difficult if we are unable to contact you for more information. Providing your name and contact information also allows us to keep you informed about the status of an investigation. Remember, we will take all appropriate steps during the review or investigation process to preserve the confidentiality and anonymity of anyone who raises a question or concern in good faith and stand behind our principle of non-retaliation.

## Making Ethical Decisions

When trying to make the right decision, ask yourself the following questions:

Am I following the applicable law, policy, or practice?



Am I acting in the best interests of the Company by making decisions aligned with the Barnes Values?



Did I consult with someone at our Company to assist with my decision?



Would I feel comfortable if my colleagues, family, friends, or the public knew of my decision?

If the answer is yes to all of these questions, proceed with confidence knowing that you are supporting our commitment to integrity, innovation, and evolution.

If the answer to any question is *no* or if you are not sure, seek help from one of your supporting resources before deciding to proceed.



# Acting in the Best Interests of Our Company

## **Integrity. Innovation. Evolution.**

Our continued relevance, goodwill, and reputation rely on acting in alignment with our Code of Business Ethics and Conduct and in the best interests of our Company.



"Everything that we do has the best interests of the Company in mind. By putting the Company first, we ensure that we represent our stakeholders in all that we do."

Andreas Mueller  
Vice President, Global Operations  
Molding Solutions

# Recognizing and Avoiding Conflicts of Interest

## Our Beliefs

We put the interests of Barnes and our customers above our own personal interests so we can make smart business decisions free from bias. Conflicts of interest, even the appearance of a conflict of interest, harm our integrity and reputation.

## Our Reasons

Making sound, unbiased decisions free from conflicts of interest earns trust from our stakeholders and keeps us aligned across our Company, leading to better innovation and results.

## Our Actions

- Recognize that personal relationships could interfere with our objectivity and create a conflict of interest
- Promptly disclose real or potential conflicts of interest to your HR representative or Legal Services. Examples of conflicts of interest include:
  - Any interest or independent relationship you may have with another employee, supplier, vendor, agent, consultant, customer, or competitor
  - Family relationships where you may directly or indirectly influence your relation's employment at Barnes
  - Outside employment
  - Financial interests that may influence your judgment regarding Barnes matters
- Seek advice from your HR representative or Legal Services when you suspect there may be a conflict of interest

## What Is a Conflict of Interest?

A conflict of interest occurs when your personal affairs interfere with your ability to make objective work decisions.

## Common Conflicts

**Workplace Relationships.** Personal relationships with others in the workplace may lead to favoritism. Even the appearance of bias can erode the strength of our team.

## Common Conflicts (continued)

**Business Relationships.** We should not be involved in decisions about whether to use a vendor or supplier if we have a personal relationship with someone who works there. Relationships with competitors may also create problems.

**Outside Employment.** Ensure that outside jobs or other activities do not hinder our responsibilities or contributions to Barnes. Working for a competitor or supplier of Barnes would create a conflict of interest.

**Financial Interests.** Investing in businesses linked to Barnes is a potential conflict of interest. Ensure that personal investments—and those of friends and relations—do not influence our decisions on behalf of our Company.

These are not all the situations where conflicts of interest may arise. If you are unsure whether a conflict exists, seek help. In most cases, we can manage conflicts of interest carefully when they are properly disclosed.

## Our Advice

**Q.** I work in procurement and need to replace a supplier immediately so we can meet our customer deadline. My brother owns a company that provides the materials we need at a lower rate. May I hire his company?

**A.** First, you must disclose the potential conflict to your manager and Human Resources. You may refer your brother's company to procurement, which will follow the standard supplier selection process. But you may not be involved in any decision-making involving his firm. Remember, we should avoid appearances of favoritism and always follow standard processes.

**Q.** I am an engineer working in our Innovation Hub. At a recent conference I attended, I was asked by a representative of the Robotic Industries Association to deliver a 30-hour certification program, for which they want to pay me a nominal fee. May I accept this offer?

**A.** No, you may not accept payment for outside opportunities that arise because of your employment with Barnes. Talk to your supervisor about it. If it is something that would benefit Barnes as a whole, you may be able to participate. In this case, however, the association would not be able to pay you directly.

Refer to our [Corporate Policies](#) for more information.

# Keeping Accurate Records

## Our Beliefs

Through many years and many changes, Barnes has conducted business honestly. Our records must accurately reflect our business, and our accounting and financial reporting procedures must be fair and truthful.

## Our Reasons

Accurate recordkeeping supports the long-term health of our business. Strategic decisions depend on accurate information, and as a company, we rely on such decisions to move forward. In addition, we are a publicly traded company. This means we have a duty to ensure our records and financial reports completely and accurately reflect our business transactions and comply with regulatory requirements.

## Our Actions

We keep our records accurate when we:

- Maintain complete, accurate, and timely books and records
- Follow generally accepted accounting principles (GAAP) and Barnes policies on financial reporting and internal controls
- Adhere to financial laws and regulations
- Submit required reports to U.S. and other global regulatory authorities
- Cooperate openly, honestly, and fully with Company financial officers, and our internal and external auditors
- Know the risks of inaccurate or fraudulent recordkeeping and communicate accordingly
- Keep and dispose of records according to law and Company records retention requirements
- Comply with any retention or “hold” notice from Legal Services

All employees have a responsibility to follow our internal controls and maintain records that accurately reflect our business transactions. Certain employees, including our CEO, CFO, Controller, and accounting employees are held to higher standards. Fraudulent financial reporting is prohibited.

## What Is Fraudulent Financial Reporting?

In general, fraudulent financial reporting is intentionally misleading or incomplete. It can take many specific forms and may also result from recklessness.

## What Is a “Hold” Notice?

Legal Services is sometimes able to recognize a matter that may lead to an investigation or litigation. They may then issue a hold notice on records that would likely be required in such a case. In these instances, we must follow Legal Services’ advice and preserve the relevant documents.

## Audits and Investigations

On occasion, we may have internal or external audits or investigations. We all have a shared responsibility to cooperate in these situations. Auditors and investigators may ask for specific information. If you are unsure what information an auditor or investigator is entitled to, seek guidance from Legal Services. If you are required to produce information, make sure it is accurate and that you keep the information and the investigation confidential.

## Business Records

Business and financial records can take many forms, both paper and electronic. Some examples include:

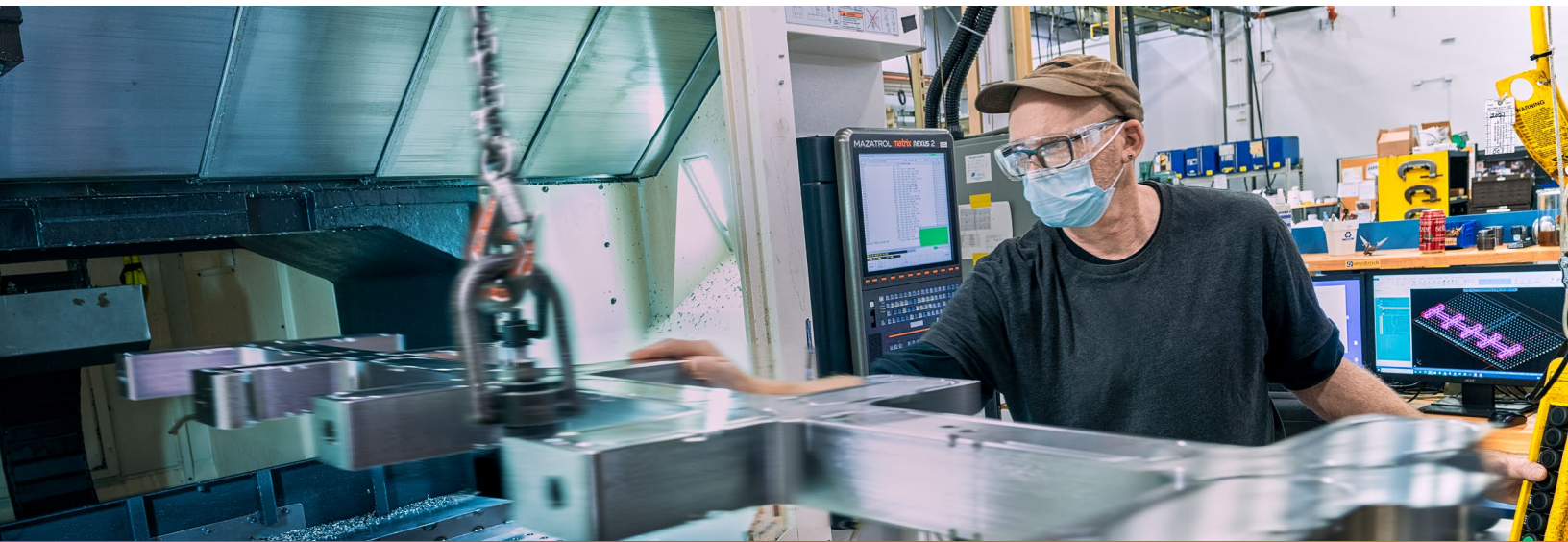
- Inventory data and production reports
- Purchase orders and invoices
- Personnel files
- Email and other correspondence (memos, instant messages, text messages, letters, etc.)
- Policies and procedures
- Contracts
- Software
- Analyses, schedules, formulas, tables, and financial models

This list is by no means exhaustive. If you are unsure about how best to keep, maintain, and dispose of Company records, ask your supervisor. You can also check the Records Retention Policy.

Refer to our [Corporate Policies](#) for more information.



# Protecting Company Property



## Our Beliefs

As a global company, Barnes has acquired an array of properties. These assets are essential to the work we do. Company property, including office space, manufacturing equipment and tools, vehicles, computers, and networks, support our business. We innovate best when we maintain and protect those properties.

## Our Reasons

Comfort in our environment enables us to do our best work. We need access to the best possible resources, including facilities, vehicles, and supplies. These resources cannot support our vision if they are mistreated.

## Our Actions

We can all use common sense to protect Company property. When we keep workspaces clean and well maintained and ensure that our technology is up to date, we reduce the chance of Company property breaking down. Keep your managers informed of any work-related equipment that may need to be fixed or replaced. This ensures not only productivity but also safety.

In addition, we protect Company property when we:

- Log off Company computers and machines when not in use
- Follow all security procedures for entering and exiting Company property
- Keep an eye out for theft and report suspicious activity
- Follow all safety procedures when using Company equipment
- Adhere to protocols for use of Company assets such as computer devices, vehicles, and products
- Protect information, networks, and devices from unauthorized access with secure passwords and encryption, as required
- Report any suspected misuse or unauthorized access to Company property, including Company networks, devices, and information

Refer to our [Corporate Policies](#) for more information.

# Safeguarding Confidential and Proprietary Information



## Our Beliefs

Our confidential information is part of what distinguishes us from our competitors and makes us unique. Acting with integrity means protecting that information from unauthorized use.

## Our Reasons

Our tradition of innovation depends on proprietary information. When we develop new ideas, products, and services, we strengthen our ability to adapt and evolve. To best leverage this information and maintain a competitive position, we must safeguard it.

## Our Actions

We safeguard confidential and proprietary information when we:

- Share such information only with employees or other third-parties who are authorized to use it
- Employ nondisclosure, license, services, and collaboration agreements with third parties
- Clearly label files or documents as “Confidential,” as appropriate
- Secure documents, data, and devices with effective physical measures, passwords, and encryption
- Do not discuss confidential matters in public or make them visible to others (e.g., when working on a laptop in a café)
- Escort visitors so they cannot enter restricted areas
- Report any breaches so they can be addressed promptly

It is important that we also do not share or seek third-party confidential information, including the confidential information of former employers.

## What Are Some Examples of Confidential Information?

Confidential business information can take many forms. Some examples include:

- Proprietary information such as software, industrial designs, and manufacturing processes
- Trade secrets and other intellectual property that is not publicly known
- Non-public financial information, such as pricing and projections
- New product and marketing plans
- Customer and supplier lists
- Research and development ideas and information
- Information we are contractually obligated to keep confidential

## Employee Privacy

We keep all our employees' private information and data secure and confidential in accordance with relevant data privacy regulations. Some examples of personal employee information include:

- Name
- Home address
- Personal email address
- Employee identification number
- Government identification number

Refer to our [Corporate Policies](#) for more information.



# Avoiding Insider Trading



## Our Beliefs

Our Company's value lies in its innovative approach to providing highly engineered products and services. Our publicly traded securities should reflect that value. We do not use or share material, nonpublic information to buy or sell securities in our Company or any other company.

### Material, Nonpublic Information and Insider Trading

As part of our employment, we may become aware of Company information or information about other companies we do business with before the general public. This is referred to as "material, nonpublic information," and it can be of value to investors. Examples include:

- Unreleased earnings and earnings forecasts
- News of mergers or acquisitions
- Changes in senior management
- New products or development
- Significant events that could affect the stock price

Using or sharing material, nonpublic information to buy or sell stocks is insider trading. This practice is unfair, illegal, and could distort public markets.

## Our Reasons

Our reputation rests on the trust we build with customers, investors, and business partners. Insider trading violates that trust by taking advantage of nonpublic information for financial gain. Insider trading is also a serious crime that can bring significant fines and even prison time.

## Our Actions

We prevent insider trading when we:

- Never buy or sell shares in Barnes or any other publicly traded company if and when we have inside information
- Never buy or sell shares until inside information about the Company becomes generally available and investors have had a chance to evaluate it
- Do not disclose inside information to anyone outside Barnes, including family members, relatives, or friends
- Only share inside information with fellow employees on a "need-to-know" basis
- Avoid even the appearance of trading on inside information
- Do not engage in "tipping"
- Never spread false information or do anything to manipulate the price of publicly listed securities

### What Is "Tipping"?

Passing along material, nonpublic information to others is known as "tipping." The information could be passed to another company or anyone who may trade based on this knowledge. Whether done directly or indirectly, it is both unethical and illegal.

Refer to our [Corporate Policies](#) for more information.



# Speaking with One Voice



## Our Beliefs

We maintain our reputation when we speak clearly and honestly. We share the responsibility for consistent communication, and we strive to project one voice to stakeholders outside the Company. Our customers and business partners expect and depend on it.

## Our Reasons

Both traditional media and social media can be sources of misinformation. By speaking with one voice, both accurately and honestly, we shape our narrative, protect sensitive information, and minimize confusion. This clarity reassures our stakeholders as we evolve.

## Our Actions

Some of us are directly responsible for responding to requests from outside the Company. We best support those individuals when we:

- Respond politely and decline to comment if we are not authorized to handle an outside inquiry
- Refer such inquiries to the appropriate person, with accurate contact information
- Never share our opinions about Company decisions, our employees, customers, or our business partners
- Never disclose sensitive or confidential information

## Social Media

Social media has greatly expanded the ways we communicate. Facebook, LinkedIn, and Twitter are just a few examples of popular social media sites. These offer tremendous benefits, but we must use social media wisely. When using social media, we must take care to:

- Ensure it doesn't interfere with work
- Never reveal confidential Company information
- Never represent our personal views as those of Barnes

In general, when discussing the Company on social media, be clear that you are expressing your own views and that you do not represent Barnes. Leave more specific messaging to employees authorized to represent the Company. This will ensure that the Company voice is preserved for our customers, business partners, and stakeholders.

Refer to our [Corporate Policies](#) for more information.

# Our Commitment to Our People

## **Integrity. Innovation. Evolution.**

Our employees continue to be our most important asset and are a key driver of our success. Understanding our purpose and our commitment to providing opportunities for everyone who chooses to be a part of our team remains paramount.



"Barnes employees want to lead by example. Everyone rolls up their sleeves to figure out how we stand out in the marketplace. We are really focused on growing our people, educating our people, and finding new opportunities for our people. We are recruiting from all around the globe, and it is making a world of difference from a growth perspective and an efficiency perspective. Barnes exemplifies what I stand for: community, hard work, being supported and rewarded. It's allowing that mix of diversity and inclusion and innovation. It's all the Barnes way."

Josephine Hasfal-Agard  
Director, Tax  
Barnes



# Respecting Our People



## Our Beliefs

Fairness begins with respect. We are all entitled to dignity and respect in the workplace. Our dedicated employees thrive and innovate in a workplace free from discrimination and disrespectful behavior. Everyone should have an equal opportunity to contribute to the success of the Company.

## Our Reasons

By respecting each other, we create a work environment where all can do their best work. A respectful work environment starts with fairness in hiring and access to opportunities where each employee can reach their full potential.

## Our Actions

- Always treat each other with dignity and respect
- Recognize each other's strengths and accomplishments
- Never say or do anything offensive or degrading to others
- Speak up if we witness disrespectful or offensive behavior
- Focus on qualities that bring value to our business

## Talent Management System

Our Talent Management System (TMS) reinforces our commitment to diversity, inclusion, and fairness in our hiring and promotion processes. Built on our Values of Collaboration and Empowerment and grounded in BES, TMS supports the growth, development, and engagement of all our employees so that we perform at our best every day. Each of our global employees makes Barnes unique by being unique. Our TMS leverages that uniqueness to foster a culture of inclusiveness.





# Embracing Diversity, Equity, and Inclusion



## Our Beliefs

Our global business embraces diversity, and our workplaces prioritize the development, empowerment, and engagement of all our employees. Diversity of experiences, capabilities, and perspectives is central to our success.

## Our Reasons

When everyone feels welcome to contribute, we make better decisions as a Company. We seek out and value diverse perspectives because they enhance our creativity, drive innovation, and align with our “One Team. One Company.” culture. We also achieve greater unity when we truly embrace diversity.

## Our Actions

We embrace diversity, equity, and inclusion when we:

- Build our teams
- Include all team members when sharing information and requesting input
- Actively seek out different points of view when seeking solutions
- Listen to all points of view with courtesy and respect
- Never discriminate on the basis of race, religion, gender identity, sexual orientation, disability, or any other factor irrelevant to job performance

## Around the World

Barnes employs about 5,000 people around the world. Our commitment to Collaboration is interwoven with our diversity and inclusion efforts. To work seamlessly across borders, we partner with employees, vendors, and customers from many different cultures. The health of these relationships requires integrity and respect, and we take the diverse voices that contribute to our global business seriously. To that end, our Company developed the following Diversity and Inclusion (D&I) Mission Statement:

**At Barnes, we promote and embrace a diverse and inclusive workplace, where everyone is treated with dignity and respect; where all employees are supported, encouraged, and empowered to engage, contribute, and achieve their fullest potential in a safe and rewarding environment.**

At Barnes, everyone has a responsibility from the top down and across the organization to support our D&I mission.

# Preventing Harassment and Bullying



## Our Beliefs

We all benefit from a safe, inclusive, and respectful work environment. Workplace harassment and bullying have no place in such an environment.

## Our Reasons

Harassment and bullying are extremely disruptive and unprofessional. Our employees are enthusiastic contributors to the success of the Company. When we maintain a harassment-free workplace, our employees' enthusiasm can continue to drive the success of the Company.

## Our Actions

- Never make offensive jokes or comments, especially regarding race, religion, gender, disability, or other aspects of personal identity
- Never make inappropriate physical contact, including unwanted touching
- Never use threatening or intimidating language or behavior
- Never make sexual advances or propositions, and never share graphic or sexually explicit materials
- Complete all training obligations in a timely and professional manner
- All employees have an obligation to report harassment and bullying to one of your supporting resources

## What Is Harassment?

Harassment can come in the form of words, actions, or images.

- **What we say or write:** This can include racial slurs or offensive jokes, made either in person or over email or social media. Aggressive or threatening language can also be shared this way.
- **What we do:** Any unwelcome touching, especially of a sexual or suggestive nature, is harassment. Aggressive or deliberately disruptive acts, such as blocking a person's path, is also harassment.
- **What we display:** Placing offensive or pornographic images or posters in the workplace is considered harassment. Cubicles, office spaces, personal lockers, toolboxes, as well as screen space, are all considered workplace areas where these types of images should not be displayed.

Remember that intent is not what matters when it comes to harassment. The perception or reaction of others is the key element. Consider the feelings and well-being of co-workers when speaking, writing, acting, and decorating.

Refer to our [Corporate Policies](#) for more information.

# Keeping Our Workplaces Safe and Secure

## Our Beliefs

A safe workplace is the foundation for a productive workplace. We are all responsible for keeping and maintaining safe work environments, following safety protocols, and making safety-conscious workplace decisions.

## Our Reasons

No operational metric is more important than safety. Productivity and business should never be pursued at the expense of our well-being. We thrive as a company and do our best work when we are all healthy, safe, and secure.

## Our Actions

We keep our workplaces safe and secure when we:

- Conduct operations in full compliance with all safety laws, regulations, and policies, wherever we do business. This includes:
  - Always following established safety rules and procedures, posted signs, and placards
  - Always striving to proactively identify and mitigate hazards in the workplace to protect our employees and prevent injuries
  - Always engaging with employees who perform critical risk tasks that may contribute to high-consequence injuries, including lockout/tagout, working at heights, and confined space entry
  - Never working under the influence of drugs or alcohol
- Report all safety concerns and violations to a supervisor or health, safety, and environmental affairs (HSE) manager
- Resolve all disagreements respectfully, professionally, and without anger, shouting, or violence
- Ensure doors and gates remain closed and locked in accordance with site specific policies and fire safety codes, and only allow authorized personnel to access our facilities
- React to emergencies with prescribed procedures, including contacting law enforcement or other pertinent regulatory authorities if necessary

## Our Advice

- Q.** I work in the Barnes Aerospace segment, and I recently noticed a potentially hazardous task in one of our manufacturing processes. How do I best express my concerns?
- A.** We rely on our engaged employees to proactively contribute to the development of our manufacturing processes. You should communicate with your supervisor and the HSE manager for your business unit immediately. Our HSE management system encompasses risk assessment, development of procedures, and safety training, among other things. Your observations can support our goal of promoting employee safety.
- Q.** My work requires the use of personal protective equipment. Will the Company supply this equipment?
- A.** Yes, if you feel unsafe at all or are lacking the appropriate safety equipment, notify your supervisor or HSE manager immediately. Do not attempt a work-related task without the optimal safety equipment and procedures in place. Barnes has a “safety first” mindset in everything we do.

Refer to our [Corporate Policies](#) for more information.



# Our Commitment to Our Customers and the Marketplace

## **Integrity. Innovation. Evolution.**

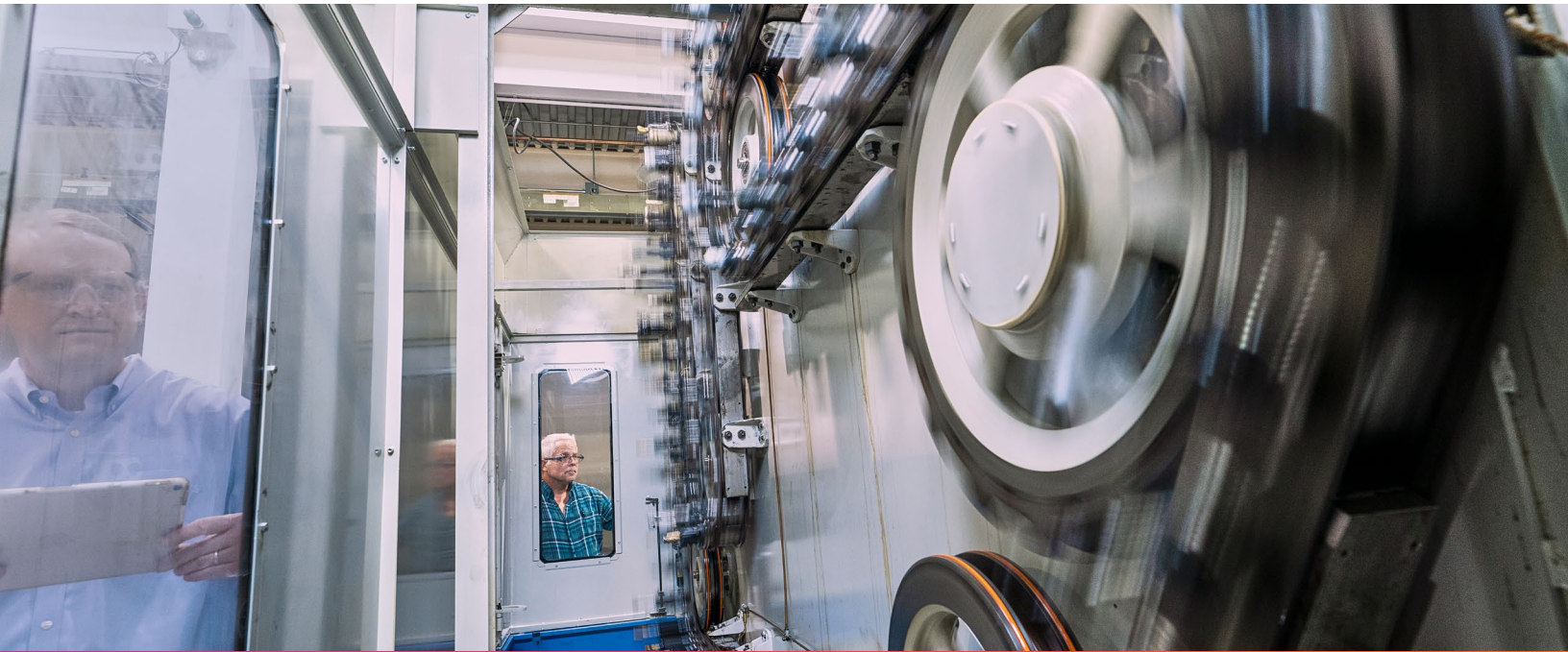
Our customers and the marketplace look to us for reliability, partnership, and innovation. We provide this and more. We continue to deliver excellence and anticipate solutions for our customers and the market.



"Innovation at Barnes is in our DNA. To keep changing and growing with the times, Barnes has had to innovate continuously. Persistent Ingenuity at Barnes means every day striving to come up with new and better ways of doing things. Smart connected factories are going to help drive quality and productivity and result in lower carbon emissions. All around us is Barnes innovation. I tell my kids, 'Hey, I worked on all the springs in those tractors.' It's a very proud thing."

Jason Sicotte  
Engineering Manager, Materials & Innovation  
Engineered Components

# Delivering Quality Products and Services



## Our Beliefs

From the beginning, the reputation of Barnes has been built on the quality of our products and services. We provide the highest value to our customers through innovative services and superior products. We never compromise on quality and safety.

## Our Reasons

Our business is defined by its products and services. Our growth in aerospace, transportation, automation, medical, and many other complex fields has always depended on quality. As we continue to grow and evolve in markets around the world, we must maintain our high standards.

## Our Actions

We created the [Barnes Enterprise System \(BES\)](#) to ensure the highest quality of our products and services. In addition, we maintain our commitment to quality when we:

- Ensure an environment that prioritizes quality and consumer safety
- Report quality and safety concerns immediately
- Follow all quality control standards and procedures at all times

# Avoiding Bribery and Corruption



## Our Beliefs

We win and retain business honestly, fairly, and based on the value we create for our customers. We strive for results without compromising our integrity, and we never offer or accept improper incentives to gain an unfair advantage.

## Our Reasons

Corruption has no place at Barnes. We do not tolerate it in any form, anywhere we operate. It harms communities and puts our Company and reputation at risk. It also can result in substantial fines and even prison time for the individuals involved. By avoiding corruption, our business is stronger and more sustainable.

## Forms of Corruption

A **bribe** occurs when someone offers or accepts anything of value to improperly influence a decision.

A **kickback** is the return of anything of value as a reward for fostering business arrangements.

A **facilitating**, or **grease**, **payment** is a payment made to an individual to speed up routine government actions, like issuing a permit.

## Our Actions

We prevent bribery and other forms of corruption when we:

- Choose to earn and do business the right way by using the Barnes Enterprise System
- Never offer anything of value to gain a business advantage, including facilitating payments

- Refuse bribes or kickbacks if they are offered to us
- Keep accurate and complete [financial records](#)
- Never use a third party to make an improper payment
- Follow Company policies related to giving and receiving [gifts and entertainment](#)
- Report any incidents in violation of our bribery and corruption standards to the Global Compliance Officer

## Around the World

Barnes does business worldwide, and bribery and corruption laws vary from place to place. These laws apply to all Company employees and our business partners in every location we do business. For example, we must follow the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act everywhere we do business.

## Our Advice

**Q.** I am seeking a permit from a government office. The official told me it is customary to make a payment to speed this process up. May I pay it?

**A.** No. The official has requested what is called a *facilitating payment*, which is a payment to an individual to speed up routine government actions. Such actions may include issuing a permit or arranging postal service. Barnes does not allow such payments. Decline to make the payment and report the request to the Global Compliance Officer.

Refer to our [Corporate Policies](#) for more information.



# Giving and Receiving Gifts and Entertainment



## Our Beliefs

We take pride in the numerous business partnerships we have developed over the years. Though we are grateful for these relationships, we do not give or receive gifts and entertainment to influence business decisions.

## Our Reasons

Exchanging gifts and entertainment with business partners can be a way to foster relationships and build goodwill. However, these exchanges must never influence, or even appear to influence, our business decisions. When we separate acts of goodwill from business decisions, we show our integrity, which leads to a healthier business overall.

## Our Actions

Remember that business gifts and entertainment create ethical and legal concerns when they are exchanged with the expectation of something in return. To avoid this problem, we never ask for gifts. If they are offered, we may accept only when they are:

- Not cash or cash equivalents (e.g., gift cards)
- Infrequent and of nominal value only
- Consistent with both our policy and the business partner's policy
- Not related to any contract or business deal
  - For example, we do not accept any gifts from a vendor we are evaluating for a contract

At times, we may offer gifts and entertainment to

business partners. These must also be in accordance with the criteria above. In addition, we accurately document any gifts we give or receive so that the records can be evaluated, if needed.

## Our Advice

**Q.** I am involved in a contract negotiation with a potential business partner. One of their representatives offered to buy me lunch. Can I accept the offer?

**A.** No. This offer can be interpreted as a gift, and we do not accept gifts or entertainment from any business partner we are negotiating a contract with. The business partner may not expect anything in return, but even the appearance of unethical behavior should be avoided. Politely decline the offer and inform your Global Compliance Officer.

## What About Government Employees and Agencies?

Rules on gifts and entertainment are more stringent when it comes to government employees and agencies. Identifying state-owned companies can also be difficult. As a global company with business partners around the world, we must act with extra care. Before giving anything of value to a government employee, or if you are unsure whether a business is state-owned, contact the Global Compliance Officer for advice.

Refer to our [Corporate Policies](#) for more information.

# Competing Fairly



## Our Beliefs

Our innovative products and services make us competitive globally. Fair competition strengthens not just our business but the overall quality of business practices in all sectors where we compete. When we compete fairly, everyone wins.

## Our Reasons

To stay competitive, we need to stay honest. Integrity and fair play attract and keep customers and business partners. They also ensure that we are always clear-eyed about our strategy and decisions. Our longevity as a company depends on our ability to compete ethically and lawfully.

## Our Actions

Laws about fair competition are complex and can vary by country. We follow these laws wherever we do business. Generally, we compete fairly when we:

- Never discuss pricing, bidding processes, or market segmentation with competitors
- Report any attempts by competitors to have improper discussions or make illegal agreements
- Never make false claims about competitors' products or interfere with their business
- Never seek competitive information illegally
- Never use market strength to stifle competition

## Around the World

Antitrust laws, often known as competition laws outside the United States, are designed to keep competition free and fair. We must maintain our awareness of how these laws can vary in the many countries where we do business. Competing fairly is the right thing to do and the best thing for our global reputation.

Penalties for violating antitrust and competition laws can lead to stiff fines and even prison time. If you are ever unsure about a situation involving a global competitor, refrain from discussing the topic. Contact Legal Services for guidance.

## Trade Associations

Barnes may be involved with trade associations, both within the United States and around the world. Trade associations allow industry stakeholders to meet and discuss best practices. They can also present an opportunity to promote our goods and services.

Our competitors may also be part of these trade associations. For this reason, we must maintain our high ethical standards when we participate in these associations. We do not share proprietary, nonpublic information, nor do we share any price or wage information without prior approval. Legal Services and the Global Compliance Officer can offer more guidance as needed.

Refer to our [Corporate Policies](#) for more information.



# Working with Our Business Partners



## Our Beliefs

We strive to conduct our business with integrity, and this extends to our business partners. We expect our business partners to maintain equally high ethical standards and comply with all applicable laws and regulations. This helps us achieve our goals as a company.

## Our Reasons

Our business partners are essential to how we deliver value to our customers in such complex areas as industrial and aerospace engineering. For our products and services to be of the highest quality, our business partners must share our high standards. All our reputations depend on it.

## Our Actions

We always treat our business partners fairly, regardless of the business value or length of the relationship. We also develop strong and ethical business partnerships when we:

- Choose our business partners based on objective criteria, including:
  - Quality
  - Price
  - Reliability
  - Availability
- Avoid even the appearance of a conflict of interest, including rejecting gifts that might influence a business decision
- Never share another company's confidential information, except with permission

- Communicate and collaborate with business partners to find solutions
- Ensure our business partners comply with the law and have high ethical standards

## Who Are Our Business Partners?

Barnes partners with many businesses, including suppliers, distributors, and sales agents. Suppliers often provide the raw materials we need for our products. Distributors help us bring those products to market. Sales agents help us create business opportunities with new customers. Though our business partners play several roles for us, we expect quality and integrity from them all.

## Our Advice

**Q.** I met a sales agent who might be able to get Barnes customers in a country where we've never done business. Can I talk to this agent on behalf of our Company?

**A.** We have a due diligence process for working with new sales agents and must verify their credentials through a background check and other diligence processes. Contact Legal Services to begin the process. If everything clears and is approved, you may pursue an agreement with the agent.

Refer to our [Supplier Code of Conduct](#) for more information.



# Working with Our Government Customers



## Our Beliefs

Our reputation for high-quality, safe products and services has earned us many customers, including governments. As with all our customers, we are honored and privileged to receive the business. We also embrace the special responsibilities that come with serving government customers.

## Our Reasons

Because government customers use public funds to contract businesses, more stringent legal and ethical standards may apply. We are committed to high ethical standards with all our customers, but we know that extra care is called for with our government customers.

## A Note on Subcontracting

When we subcontract with another business whose customer is a government, we must act as if that government is our customer as well. This also applies to our business partners when a Barnes customer is a government. We must be aware of how our business partnerships are affected by government contracts to ensure the highest ethical standards.

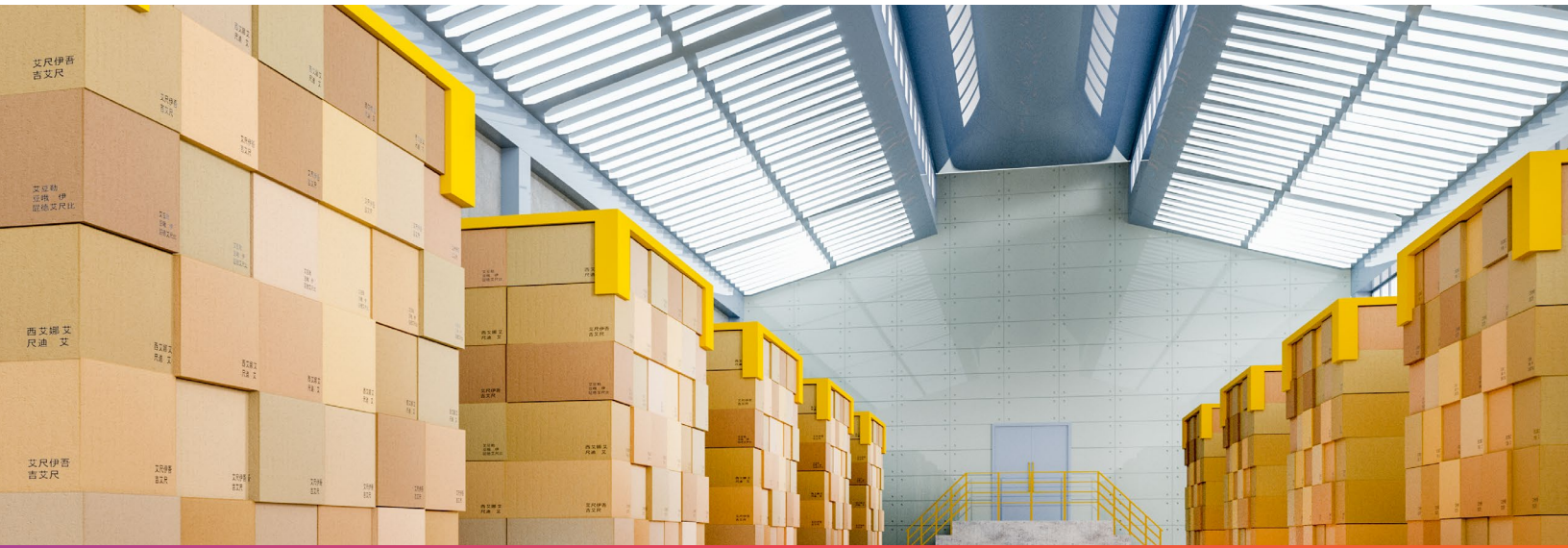
## Our Actions

We meet the special requirements of government customers when we:

- Comply with all relevant procurement laws and policies
- Assure we are following government accounting requirements
- Communicate truthfully and fully about:
  - Selling, marketing, or delivering on a contract
  - Tracking costs
  - Preparing invoices
- Never offer anything to government officials or employees (see [“Avoiding Bribery and Corruption”](#) and [“Giving and Receiving Gifts and Entertainment”](#))

Refer to our [Corporate Policies](#) for more information.

# Complying with International Trade Controls



## Our Beliefs

Barnes has evolved into a global business, and we will continue to do business wherever we can. We comply with all international trade laws when moving products, technology, and services across borders. Our business grows best when it trades in accordance with the law.

## Our Reasons

International trade laws are complex and vary from place to place. As a U.S.-based company that imports, exports, sources, and collaborates around the world every day, we are subject to an array of regulations. Violation of any one of these could result in serious penalties and even affect our ability to conduct business globally.

## Our Actions

We ensure compliance with international trade controls when we:

- Know the regulations of a country before trading and exchanging technical data, products, or services across its borders
- Follow all Company policies related to trade
- Never do business with entities under U.S. embargo or sanction
- Conduct due diligence checks on all third parties we do business with or expect to do business with
- Alert Legal Services regarding all boycott requests and trade concerns

## Around the World

Global trade laws extend from products and services to data and software. Customer information and raw materials alike are within the scope of regulations. We must ensure that whatever we import or export:

- Is eligible for import or export (e.g., not private customer data or export-restricted)
- Is used for a permissible purpose
- Arrives at a legal destination (e.g., not under embargo)

Each country where we do business will have evolving laws and tariffs. To respond effectively and remain compliant, we need to evolve in response.

## Around the World

Though Barnes is a global company, we are headquartered in the United States. This means we must follow U.S. laws regarding boycotts outside the United States. Requests to participate in illegal boycotts can be written or verbal, and they may be difficult to identify. We must immediately report all such requests to Legal Services.

Refer to our [Corporate Policies](#) for more information.



# Our Commitment to Our Communities

## **Integrity. Innovation. Evolution.**

Barnes is committed to environmental, social, and governance (ESG) initiatives, including giving back to our communities. The Barnes Group Foundation is a significant contributor to several environmental causes throughout the world. One example is the Harry C. Barnes Memorial Nature Center at the Indian Rock Preserve. Through gifts from the Barnes Group Foundation, this preserve has educated thousands of local school children regarding the beauty and history of their natural surroundings and the importance of preserving that beauty for generations to come.



"I am Puerto Rican and see Barnes making a significant impact in the Hispanic community and across the globe. It is important to me to work for a company that has such an impact in the community, in my community; I see it every day through different initiatives, and I am incredibly proud and grateful for this work."

Vivian Martinez-Wells  
Director, Supply Chain  
Barnes Aerospace



# Preserving and Protecting Our People and Our Environment



## Our Beliefs

We value our environment, including the places where we work and live, and we innovate to make our business processes sustainable. Our Company and our people need a healthy environment to thrive.

## Our Reasons

We design processes that sustain natural resources and are committed to corporate responsibility by furthering environmental, social, and governance (ESG) principles. This commitment creates value for our stakeholders and is key to our success as a responsible and sustainable organization.

## Around the World

The United Nations Global Compact (UNGC) outlines goals for businesses to achieve sustainable practices. We support these principles and are working to align our business with them. We follow environmental laws in all countries where we do business, and we are mapping our vision with global initiatives in mind.

## Our Actions

We protect our people and the environment when we:

- Follow all environmental laws and Company policies
- Manage our chemicals according to best practices and report any leaks or spills of hazardous chemicals

- Run sustainable businesses that reduce all types of waste and inefficiencies and conserve natural resources to minimize our environmental footprint

Examples of how we keep our facilities energy-efficient include:

- Turning off machines or equipment when not in use
- Installing LED lighting
- Modernizing our HVAC systems
- Performing preventative maintenance on our production and facility equipment to ensure optimal performance

## America's Most Responsible Companies 2021

In 2020, *Newsweek* named Barnes one of "America's Most Responsible Companies 2021." We are honored and will continue to take responsibility for our environmental footprint. Our people, our Company, and our future rely on it.



Refer to our [Corporate Policies](#) for more information.

# Respecting Human Rights



## Our Beliefs

We respect the value and dignity of every individual. We do not tolerate any human rights abuses in any part of our business, anywhere we do business, and we expect the same of our partners.

## Our Reasons

The value of our Company comes from our people. Just as we empower our diverse teams for the health of our Company, so too do we respect human rights for the health of our world. Our business thrives when we value the humanity of every individual.

## Our Actions

We respect and protect human rights when we:

- Ensure safe and fair working conditions and payment for all employees
- Ensure our suppliers and other business partners use fair labor and sustainable sourcing practices
- Never use child or prison labor, wherever we do business
- Always alert the Company of known or potential human rights abuses

## Human Rights Policy

We promote human rights through our relationships with our employees, the communities in which we operate, the way we conduct our business, and through our partnerships with our suppliers, vendors, and contractors. Refer to our [Human Rights Policy](#) for more information.

Refer to our [Corporate Policies](#) for more information.



# Participating in the Political Process



## Our Beliefs

We can all make a difference as citizens in our communities, and we all have a right to our beliefs and opinions. However, Company time and resources should not be used for personal politics. As a company, we win business when we engage governments with integrity and as one.

## Our Reasons

When we participate in politics, we make society fairer and more productive. Our actions as a company must prioritize fairness and productivity as well. Mixing personal politics and our Company's best interests can harm reputations. In addition, we must never seek to influence governments unethically.

## Our Actions

We must always take care to separate our individual political views from those of Barnes. We may participate in personal politics on our own time and with our own money, away from the workplace.

As a company, we participate in politics fairly when we:

- Never make political contributions on behalf of the Company without prior approval
- Never use Company facilities for fundraising
- Follow all rules for lobbying, including:
  - Reporting all Company lobbying expenses
  - Only allowing authorized personnel to communicate with government officials

## Our Advice

**Q.** I serve on a committee for an independent political organization. We are trying to raise money, and I think several Barnes employees would be interested in contributing. Can I ask co-workers for donations at work?

**A.** No. Personal political activity must be separate from the workplace. We support your rights and enthusiasm as a citizen, but Barnes workplaces cannot be sites for fundraising. Co-workers should not feel pressure to support a political cause, especially if they report to you.

Refer to our [Corporate Policies](#) for more information.



# Investing in Our Communities



## Our Beliefs

Being a good corporate citizen begins with being a great community leader. We are committed to giving back, and we strive to improve our communities through volunteering and charitable contributions.

## Our Reasons

As a company with a long history and global reach, we know we can make a difference for the better. Keeping our communities healthy and strong keeps us empowered and competitive. Our people and our communities are the source of our strength as a company.

## Our Actions

We best invest in our communities when we:

- Participate in volunteer and charitable causes
- Always get approval before donating on behalf of Barnes or with Company funds
- Ensure that volunteering does not interfere with work or create a conflict of interest
- Never pressure others to be involved in a community organization, either through donations or as a volunteer

## The Barnes Group Foundation

Since 1945, the Barnes Group Foundation has been supporting education, arts, health care, and more. Through matching gifts, the Foundation amplifies employee contributions to aid qualifying nonprofits. The Foundation's Student Scholarship Program assists employees' children who are pursuing post-secondary education. The Foundation also has supported the United Way through local campaigns and matching donations. These are just a few ways the Barnes Group Foundation has given back to communities where we do business.

Refer to our [Corporate Policies](#) for more information.

# Amendments and Waivers of Our Code

This Code applies to all Barnes directors, officers, and employees, including temporary and contract employees.

In a specific circumstance, Barnes may waive a provision of the Code. To seek a waiver, speak with Legal Services. Waiver requests from executive officers or directors will be directed to the Audit Committee of the Board of Directors. The Audit Committee has sole authority to grant waivers of provisions of the Code affecting directors or executive officers.

The Audit Committee is responsible for ascertaining whether any substantive amendment to the Code is appropriate. Barnes may not make a substantive amendment to any part of the Code except by the affirmative vote of a majority of the members of the Audit Committee.

If any substantive amendment is made—or any waiver is granted to a director, an executive officer, or any financial officer—it will be promptly disclosed to stockholders as required by the Securities Exchange Act of 1934, as amended, and the applicable rules of the New York Stock Exchange. The Audit Committee is responsible for overseeing the administration of this Code and will periodically report to the Board regarding compliance with this Code.



# Acknowledgment

I have received the Barnes Code of Business Ethics and Conduct (our “Code”). I recognize that I have a responsibility to read our Code and to familiarize myself with the policies of the Company. I acknowledge that our Code is intended to provide a general overview of our Company’s policies and does not necessarily represent all policies in effect at a particular time. I further acknowledge that neither the Code, nor any Company policies referenced in it, constitute an employment contract or a guarantee of continued employment with Barnes, its subsidiaries, divisions, or locations, and that the Company reserves the right to modify its policies and this Code at any time.

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Signature

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Name (print)

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Position

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Division

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Date







Code of Business Ethics and Conduct